

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Nextleaf Solutions Ltd.
Suite 304
68 Water Street
Vancouver, British Columbia, V6B 1A4

2. Date of Material Change

March 14, 2019

3. News Release

The news release announcing the material change was disseminated on March 18, 2019, through Newsfile. The news release was also filed with the British Columbia, Alberta and Ontario Securities Commissions on SEDAR.

4. Summary of Material Change

Nextleaf Solutions Ltd. (formerly Legion Metals Corp.) (“Nextleaf” or the “Company”) closed the previously announced reverse takeover transaction with Nextleaf Innovations Ltd. (“Nextleaf Innovations”; formerly Nextleaf Solutions Ltd). As a result of the transaction, the Company has acquired all of the issued and outstanding shares of Nextleaf Innovations, and Nextleaf Innovations became the wholly-owned subsidiary of the Company.

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

No information has been intentionally omitted from this material change report.

8. Executive Officer

Paul Pedersen, CEO
604.347.9160

9. Date of Report

March 19, 2019

NEXTLEAF SOLUTIONS CLOSES \$5.0 MILLION FINANCING AND COMPLETES REVERSE TAKEOVER TRANSACTION

Vancouver, B.C. – March 18, 2019 – Nextleaf Solutions Ltd. (formerly Legion Metals Corp.) (“Nextleaf” or the “Company”) (CSE: OILS) is pleased to announce that it has closed the previously announced reverse takeover transaction (the “Transaction”) with Nextleaf Innovations Ltd. (“Nextleaf Innovations”; formerly Nextleaf Solutions Ltd). As a result of the Transaction, the Company has acquired all of the issued and outstanding shares of Nextleaf Innovations, and Nextleaf Innovations will become the wholly-owned subsidiary of the Company.

The common shares of the Company are expected to resume trading on the Canadian Securities Exchange (the “CSE”) under the new ticker symbol “OILS” as soon as possible subsequent to receiving CSE final approval of the Transaction. The CSE Form 2A Listing Statement (the “Listing Statement”) of the Company in connection with the Transaction (as prepared pursuant to the policies of the CSE) will be filed on SEDAR (www.sedar.com) prior to the resumption of trading.

The Transaction was completed by way of plan of arrangement. Former Nextleaf Innovations shareholders now hold an aggregate of 92,979,101 shares of the Company, representing 96.23% of the issued and outstanding shares, and remaining Legion shareholders hold an aggregate of 3,647,029 shares of the Company, representing 3.77% of the issued and outstanding shares.

Legion’s management and board were replaced by incoming management and board members of Nextleaf Innovations and have resigned in connection with the Transaction. Additional details regarding the Company’s new board and management team can be found in the Listing Statement.

Nextleaf’s Management Team

Paul Pedersen, Chief Executive Officer and Director

Mr. Pedersen has been focused on the cannabis industry since 2013, consulting for a variety of cannabis companies and investors including Canada’s first cannabis oil producer. He has founded several startups over his career, including a media company acquired in 2007 by Towerstream Corporation (NASDAQ: TWER). Paul holds a MBA in Finance from the Eli Broad Graduate School of Management at Michigan State University and a Bachelor of Commerce Degree from the Sobey School of Business at Saint Mary’s University.

Charles Ackerman, Chief Financial Officer and Director

Mr. Ackerman is a Chartered Accountant who has successfully led mergers and acquisitions, divestitures and private and public capital raises. He has served in a number of finance and corporate leadership roles developing and executing growth strategies, with private and public companies and family offices across Canada. Charles previously consulted for Canada’s first new federally licensed commercial medical cannabis producer. He holds a Bachelor of Commerce Degree from the Sobey School of Business at Saint Mary’s University.

Ryan Ko, Chief Technology Officer

Through his extensive career in the legal cannabis industry, Mr. Ko has developed deep expertise and intellectual property within extraction technology, leading to Canada’s first processing patent for cannabis extraction and purification. Mr. Ko leads the development of Nextleaf’s proprietary cannabis processing technology.

The Financing

In connection with the Transaction, Nextleaf Innovations completed a brokered and a non-brokered private placement (together, the “**Private Placements**”) of units of Nextleaf Innovations (each, a “**Unit**”) at a price of \$0.35 per Unit for aggregate gross proceeds of \$5,000,000. Mackie Research Capital Corporation acted as lead agent and sole bookrunner on the brokered portion of the Private Placements, on behalf of a syndicate of agents including Industrial Alliance Securities Inc. and Gravitas Securities Inc.

Each Unit is comprised of one common share in the capital of Nextleaf Innovations (a “**Common Share**”) and one common share purchase warrant of Nextleaf Innovations (a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.70 at any time up to 24 months following Closing of the Private Placements, provided that if, at any time prior to the expiry date of the Warrants, the closing price of the Common Shares on the CSE or any other stock exchange on which the Common Shares are listed exceeds \$1.25 for 20 consecutive trading days, the expiry date of the Warrants shall automatically accelerate and will expire on the date that is 30 days following the date of notice provided to the Warrant holders by way of a press release.

Each of the Units issued pursuant to the Private Placements were automatically exchanged, for no additional consideration, into one Unit of the Company as part of the Transaction.

About Nextleaf Solutions

Nextleaf Solutions Ltd. (**CSE: OILS**) is an extraction technology company that has developed a portfolio of issued and pending patents pertaining to the company’s unique, industrial-scale process of producing purified cannabinoid distillate, a tasteless, odourless cannabis concentrate best suited for infusing premium value-added products. Nextleaf plans to commercialize its intellectual property portfolio by providing B2B processing services to licensed cultivators and supplying cannabis oil and extracts to qualified Canadian and international partners under the client’s own brands. Nextleaf has completed construction of its dedicated extraction and processing facility in Greater Vancouver, British Columbia, in time for Canada’s legalization of edibles and other cannabis derivative products. The Company’s processing facility includes research and laboratory infrastructure, allowing for the continued development of novel, scalable cannabis processing technology and intellectual property.

For further information respecting the Company, please refer to the Company’s disclosure record on SEDAR (www.sedar.com) or contact the Company by telephone at 604-283-2301 (ext. 201), email at info@nextleafsolutions.com, or visit them online at www.nextleafsolutions.com

ON BEHALF OF THE BOARD OF NEXTLEAF SOLUTIONS LTD.

“Paul Pedersen”

Paul Pedersen, CEO

This press release contains “forward-looking information” that is based on the Company’s current expectations, estimates, forecasts and projections. This forward-looking information includes, among other things, the Company’s business, plans, outlook and business strategy. The words “may”, “would”, “could”, “should”, “will”, “likely”, “expect,” “anticipate,” “intend”, “estimate”, “plan”, “forecast”, “project” and “believe” or other similar words and phrases are intended to identify forward-looking information. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Such factors include, but are not limited to: changes in economic conditions or financial markets; increases in costs; litigation; legislative, environmental and other judicial, regulatory, political and competitive developments; and technological or operational difficulties. This list is not exhaustive of the factors that may affect our forward-looking information. These and other factors should be considered carefully and

readers should not place undue reliance on such forward-looking information. The Company does not intend, and expressly disclaims any intention or obligation to, update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable law.

The CSE has not reviewed, approved or disapproved the contents of this press release.